

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA**  
Alexandria Division

In re:	*	
	*	
<b>ABRAMS LEARNING AND</b>	*	<b>Case No. 19-10725-KHK</b>
<b>INFORMATION SYSTEMS, INC.,</b>	*	<b>Chapter 11</b>
	*	
Debtor.	*	

**ORDER APPROVING ASSUMPTION AND  
ASSIGNMENT OF CONTRACTS AND SALE OF ASSETS FREE AND  
CLEAR OF LIENS, CLAIMS, AND INTERESTS UNDER 11 U.S.C. §§ 105, 363, AND 365**

UPON CONSIDERATION of the motion filed by the above-captioned debtor-in- possession (the “**Debtor**”) to authorize the assumption and assignment of contracts and the sale of assets free and clear of liens claims and interests (the “**Sale**” or the **Sale Motion**”). The Court having considered the matter; any objections raised to the Motion; the statements of counsel for the Debtor; the entire record of this case; and good cause having been shown, the Court makes the following findings of fact and orders the following relief:

IT APPEARING that proper and adequate notice of the Motion has been given under the circumstances and that no further notice is necessary; and

IT FURTHER APPEARING that the sales offer by Gotham Government Services, LLC (the “**Purchaser**”) is the highest and best offer reasonably likely to be obtained for the Debtor’s assets; and

IT FURTHER APPEARING that the terms provided by the asset purchase agreement attached

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*Counsel for the Debtor and Debtor-in-Possession*

to the Motion (the “**Asset Purchase Agreement**”) for the sale of ALIS’s intellectual property, the acquisition of a license to use ALIS’s names and certain other trademarks for a five year period beginning on the closing date, ALIS’s rights to perform and collect on the Debtor’s contracts in the name of ALIS, and the fixed assets of the Debtor (the “**APA Sale Assets**”) are fair and reasonable and should be approved; and

IT FURTHER APPEARING that the sale of the APA Sale Assets is a prudent exercise of the Debtor’s business judgment and that there is a sound business reason for the sale, that accurate and reasonable notice of the sale has been given, that the sale will yield a fair and reasonable price, and that the parties have acted in good faith; and

IT FURTHER APPEARING that the sale is a transfer of the Debtor’s entire business or a portion of the Debtor’s entire business; and

IT FURTHER APPEARING that the assumption and the assignment of the Debtor’s executory contracts as set forth in the Asset Purchase Agreement and identified in **Exhibit B** of the Motion (the “**APA Contracts**”) is in the best economic interest of the Debtor and the Debtor’s creditors; and

IT FURTHER APPEARING that the Debtor has evaluated the ability of Gotham Government Services, LLC to close on this sale, including its financial wherewithal to complete the transaction; and

IT FURTHER APPEARING that the Debtor has made an adequate showing the Motion should be granted and the proposed sale of assets free and clear of liens, claims, and interests should be approved under 11 U.S.C. §§ 105, 363, and 365; and

IT FURTHER APPEARING that there is necessity for an order to be entered approving the sale before December 31, 2019; and

IT FURTHER APPEARING that failure to grant the relief requested and to waive the 14 day stay provided by Rule 6004(h) would cause immediate and irreparable harm to the Debtor and the bankruptcy estate; and

IT IS THEREFORE:

ORDERED that the Motion is GRANTED; and it is further

ORDERED that the Court APPROVES the assumption and assignment of the APA Contracts pursuant to the Motion and the Asset Purchase Agreement; and it is further

ORDERED that the Debtor is authorized to sell the APA Sale Assets pursuant to the offer by Gotham Government Services, LLC, which is the highest and best offer as determined by the Bankruptcy Court; and it is further

ORDERED that the sale is APPROVED free and clear of all liens, claims, encumbrances, and interests; and it is further

ORDERED that the proposed assumption and assignment of the APA Contracts is APPROVED pursuant to 11 U.S.C. §§ 105, 363, and 365 on the terms provided under the Motion and the Asset Purchase Agreement; and it is further

ORDERED that the Debtor is authorized to cure any outstanding payment or reporting obligations on any of the APA Contracts, including all outstanding reporting or payment obligations associated with the Industrial Funding Fee. The Debtor may pay those cure amounts for the APA Contracts without further order from this Court; and it is further

ORDERED that The 14 day stay provided by Rule 6004(h) is waived. This order shall not be stayed pending the expiration of 14 days after entry of this order and shall be effective immediately upon entry; and it is further

ORDERED that the Debtor is authorized to take all necessary and reasonable actions to

consummate the sale, including completing a bill of sale for the transfer of the APA Sale Assets and to complete a memorandum after the closing of sale (“**Closing Memorandum**”) to allocate that amount paid for the APA Sale Assets for tax purposes; and it is further

ORDERED that notwithstanding any provision to the contrary in the Sale Motion, this Order, and any implementing Sale documents, nothing shall: (1) authorize the assumption, sale, assignment or other transfer to the Purchaser of any federal (i) grants, (ii) grant funds, (iii) contracts, (iv) property, (v) leases, or (vi) assignments, (collectively, “**Federal Interests**”) without compliance by the Debtor and the Purchaser with all terms of the Federal Interests and with all applicable non-bankruptcy law; (2) be interpreted to set cure amounts or to require the government to novate, approve or otherwise consent to the assumption, sale, assignment or other transfer of any Federal Interests; (3) affect the government’s rights to offset or recoup any amounts due under or relating to, the Federal Interests, unless otherwise limited by Bankruptcy Code § 553; (4) waive any obligation of the Debtor or any Purchaser to comply with applicable legal requirements and approvals under any police or regulatory laws governing the transfer or assignment of, or compliance with, any governmental (a) license, (b) permit, (c) registration, (d) authorization, or (e) approval; or (5) confer exclusive jurisdiction to the Bankruptcy Court with respect to the Federal Interests, except to the extent set forth in 28 U.S.C. Section 1334 (as limited by any other provisions of the United States Code); and it is further

ORDERED that to the extent that any of findings of fact are deemed to be conclusions of law (or vice versa), they are incorporated into this order as conclusions of law (or vice versa).

Dated: Dec 23 2019  
Alexandria, VA

/s/ Klinette H Kindred  
**KLINETTE H. KINDRED**  
**United States Bankruptcy Judge**

Dec 23 2019  
Entered on docket: \_\_\_\_\_

**I ASK FOR THIS:**

/s/ Bradley D. Jones  
**ALEXANDER M. LAUGHLIN (VSB No. 25237)**  
**BRADLEY D. JONES (VSB No. 85095)**  
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**SEEN AND NO OBJECTION:**

/s/ Robert K. Coulter  
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*Counsel for the United States of America*

**SEEN AND NO OBJECTION:**

/s/ Joseph A. Guzinski  
**Joseph A. Guzinski, Esq.**  
**Jack I. Frankel, Esq.**  
**Office of the U.S. Trustee**  
**1725 Duke Street**  
**Alexandria, VA 22314**

*Counsel for the Acting United States  
Trustee for Region 4*

**CERTIFICATION PURSUANT TO LOCAL RULE 9022-1(C)**

I HEREBY CERTIFY that this Order has been endorsed by all necessary parties.

/s/ Bradley D. Jones  
Bradley D. Jones

**PARTIES TO RECEIVE COPIES**

Counsel for Debtor (To be served electronically)  
Counsel for the United States (To be served electronically)  
Counsel for U.S. Trustee (To be served electronically)